

RESOLUTION NO. 2003 - \_\_\_\_\_

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF SAN BERNARDINO AUTHORIZING THE EXECUTION AND DELIVERY OF A SECOND AMENDMENT TO REGULATORY AGREEMENT, AND AUTHORIZING ANY AND ALL NECESSARY AND RELATED DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH

On Tuesday, July 29, 2003, on motion of Supervisor \_\_\_\_\_, duly seconded by Supervisor \_\_\_\_\_, and carried, the following resolution is adopted.

RESOLVED, by the Board of Supervisors (the "Board") of the County of San Bernardino (the "County") that:

WHEREAS, on July 8, 2003, the Board consented to the purchase of the Park Heights Apartments (the "Project") by Park Heights Residential Partners, L.P., a Delaware Limited Partnership (the "Owner"), an affiliated entity of Griffin Partners, LLC ("Griffin") from Capital Foresight-Inland Empire, L.P., a California limited partnership; and

WHEREAS, the Owner financed its purchase with conventional loans from a couple of lenders (the "Lenders"); and

WHEREAS, the Lenders have requested that the County make certain amendments to Amended and Restated Regulatory Agreement and Declaration of Restrictive Covenants (the "Original Regulatory Agreement"), dated as of April 1, 1990, as amended by the Amendment To Regulatory Agreement, dated as of September 1, 1998 (the "Amendment," and together with the Original Regulatory Agreement, the "Regulatory Agreement") in order to clarify the use of certain terms to conform to the transaction; and

WHEREAS, pursuant to Section 11 of the Regulatory Agreement may be amended, revised, or terminated by a written instrument, executed by the parties thereto and duly recorded in the office of the County Recorder of the County of San Bernardino and the County's consent to any such amendment, revision or termination shall be given only in accordance with the Indenture;

WHEREAS, it is in the public interest and for the public benefit that the County consent modification of the Regulatory Agreement.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of the County of San Bernardino as follows:

*Section 1.* The Board does hereby find and declare that the above recitals are true and correct and as such are incorporated herein.

*Section 2.* The Second Amendment To Regulatory Agreement, between the County and Owner, dated as of July 22, 2003 (the "Regulatory Agreement Amendment"), in substantially the form provided herewith and presented to this meeting, is hereby approved. The Chairman, and the Vice-Chairman of the Board of Supervisors, and the Director of the Department of Economic and Community Development are each hereby authorized and directed, for and in the name and on behalf of the County, to execute and deliver the Regulatory Agreement Amendment, with such additions thereto or changes therein as Bond Counsel, County Counsel, and such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery of the Regulatory Agreement Amendment by such officer, or any official of the County designated by such officer; provided such changes shall not in any manner adversely impact the rights, duties and obligations of the County.

*Section 3.* The Chairman, the Vice Chairman, or the Director are hereby authorized and directed, jointly and severally, for and in the name and on behalf of the County, to execute and deliver any and all necessary and related documents and take all other necessary and related actions to effectuate the execution and recording of the amended Regulatory Agreement & shall be advised by Bond Counsel and approved by County Counsel and such officer.

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By: \_\_\_\_\_